

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 17953 -D
FILED
JAN 29 '99 11:30 AM

OF COUNSEL
URBAN A. LESTER

January 25, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 17953.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

County Part 1

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

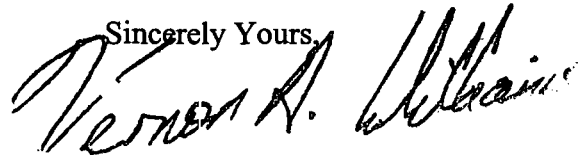
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/29/99 at 11:30 AM , and

assigned recordation numbers (s): 22004, 22005, 22005-A, 22006, 22006-A, 22006-B,
22006-C, 8759-J, 9026-I, 9777-E, 10361-G, 16132-C,
✓ 17953-D, 17954-D, 18066-P, 18190-B, 18436-B,
and 20266-A.

Sincerely Yours,



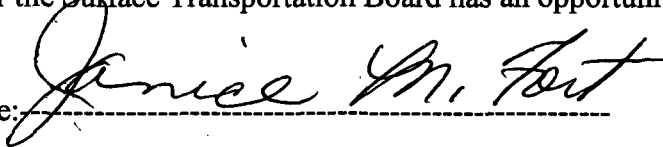
Vernon A. Williams

Enclosure(s) (18)

468.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____



BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

RECORDATION NO. 17953 -D
FILED

December 22, 1998

JAN 29 '99

11-30AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By:



Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Craig N. Smetko
Notary Public
My Commission Expires 01/12/99
Residing in Cook County, Illinois

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Statement of Change in Reporting Marks and Road Numbers", dated December 22, 1998 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 27th day of January, 1999.



Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000

RECORDATION NUMBER: 17953**Equipment Description:****Number of Units:****forty (40)****Model:****GP28M EMD****Old Reporting Mark
and Road Numbers****New Reporting Mark
and Road Numbers**

BN	1500	BNSF	1500
BN	1501	BNSF	1501
BN	1502	BNSF	1502
BN	1503	BNSF	1503
BN	1504	BNSF	1504
BN	1505	BNSF	1505
BN	1506	BNSF	1506
BN	1507	BNSF	1507
BN	1508	BNSF	1508
BN	1509	BNSF	1509
BN	1510	BNSF	1510
BN	1511	BNSF	1511
BN	1512	BNSF	1512
BN	1513	BNSF	1513
BN	1514	BNSF	1514
BN	1515	BNSF	1515
BN	1516	BNSF	1516
BN	1517	BNSF	1517
BN	1518	BNSF	1518
BN	1519	BNSF	1519
BN	1520	BNSF	1520
BN	1521	BNSF	1521
BN	1522	BNSF	1522
BN	1523	BNSF	1523
BN	1524	BNSF	1524
BN	1525	BNSF	1525
BN	1526	BNSF	1526
BN	1527	BNSF	1527
BN	1528	BNSF	1528
BN	1529	BNSF	1529
BN	1530	BNSF	1530
BN	1531	BNSF	1531
BN	1532	BNSF	1532
BN	1533	BNSF	1533
BN	1534	BNSF	1534
BN	1535	BNSF	1535
BN	1536	BNSF	1536
BN	1537	BNSF	1537
BN	1538	BNSF	1538
BN	1539	BNSF	1539